

16018-B
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January 2, 1990

0-002A063

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO

16018-B
FILED 1425

JAN 2 1990 -1 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three originals and two photocopies of a Second Amendment dated as of November 6, 1989 to Memorandum of Lease Agreement dated as of September 12, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease Agreement dated as of September 12, 1988, which was filed and recorded under Recordation Number 16018.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

Lessee: Georgia-Pacific Corporation
P.O. Box 105605
Atlanta, GA 30348-5605

A description of the railroad equipment covered by the enclosed document is one hundred sixty (160) 100-ton rehabilitated to AAR Rule 88 specification solid bottom woodchip gondola railcars (GTS) with cubic capacity of 7,466 cubic feet bearing GPSX marks and numbers 4300 through 4459, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. Deen to Noreta R. McGee - C.T. Kappler

Kindly return stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Second Amendment dated as of November 6, 1989 to Memorandum of Lease Agreement dated as of September 12, 1988 between Greenbrier Railcar, Inc., Lessor, and Georgia-Pacific Corporation, Lessee, covering one hundred sixty (160) woodchip gondola railcars marked and numbered GPSX 4300 through GPSX 4459 both inclusive.

Very truly yours,

Charles T. Kappler

CTK/skh
Enclosure

Interstate Commerce Commission

Washington, D.C. 20423

1/2/90

OFFICE OF THE SECRETARY

Charles T. Rappler
Alvord And Alvord
200 World Center Building
918 Sixteenth Street, N.W.
Washington, D. C. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/2/90 at 1:40PM , and assigned recordation number(s). 16018-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO 16018-B FILED 1425
JAN 2 1990 -1 40 PM
INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT DATED NOVEMBER 6, 1989

TO

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

GEORGIA-PACIFIC CORPORATION ("LESSEE")

SEPTEMBER 12, 1988

Second Amendment dated as of November 6, 1989 to MEMORANDUM OF LEASE made and entered into as of September 12, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Georgia-Pacific Corporation, a Georgia corporation, ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of up to 118, 100-ton solid bottom woodchip gondola railcars; and

WHEREAS, Lessor and Lessee amended the Lease Memorandum to conform to amendments of the underlying lease by increasing the number of leased railcars up to 150; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to the second amendment of the underlying lease by increasing the number of leased railcars up to 160.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor up to 160, 100-ton rehabilitated to AAR Rule 88 specification solid bottom woodchip gondola railcars (GTS) with cubic capacity of 7,466 cubic feet and bearing marks and numbers as follows:

GPSX 4300 through GPSX 4459, inclusive

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of November 6, 1989.

GREENBRIER RAILCAR, INC.

By: W. J. Webb

Title: Vice President

GEORGIA-PACIFIC CORPORATION

By: M. B. Blackwell

Title: Director Building Product
Transportation Division

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 17th day of November, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Nelson
NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires 5/28/90

STATE OF GEORGIA)
) ss.
COUNTY OF)

On this 20 day of December, 1989, before me personally appeared Mike Blackwell, to me personally known, who being by me duly sworn, says that he is the Director of GEORGIA-PACIFIC CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

Lonn Rison
NOTARY PUBLIC

Notary Public, Fayette County, Georgia
My Commission Expires Aug. 6, 1991

[NOTARIAL SEAL]

My commission expires:

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